

**MARVIN TRAUB ASSOCIATES, INC.**

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June 17, 2010

Via by Hand

The Honorable Arthur J. Gonzalez  
Chief United States Bankruptcy Judge  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green  
New York, NY 10004

Via Email

Cheryl Moorman, CFO  
Rock & Republic Enterprises, Inc.  
3523 Eastham Drive  
Culver City, CA 90232

Via Email

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Via Email

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New York, NY 10004

Via Email

Alex Spizz, Esq.  
Todtman, Nachamie, Spizz & Johns, P.C.  
425 Park Avenue  
New York, NY 10022

RE: Rock & Republic Enterprises, Inc., et.al.

Chapter 11 Case No. 11-11728 (RDD) (Jointly Administered)

Pursuant to an Order dated April 23, 2010, Marvin Traub Associates was retained as Merchandising Consultant and Operational Advisor in the above referenced Chapter 11 case. By order of dated April 29, 2010 (the "Compensation Order") the Bankruptcy Court has authorized payment of \$30,000 of our monthly fee.

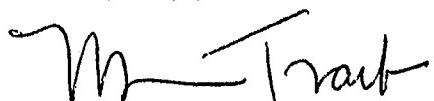
During the period from May 1, 2010 through May 31, 2010, our fee for services rendered as Merchandising Consultant and Operational Advisor was \$30,000.

A detailed billing statement for the period is enclosed for your information and review. The billing statement sets forth the name of each MTA employee who rendered services and the applicable billing rate. The report also breaks down the services by category as required by the fee guidelines.

In accordance with the Compensation Order unless we receive an objection to our monthly billing statement within thirty-five (35) days following the month of which compensation is sought, the Debtors shall remit to Marvin Traub Associates the sum of \$30,000.

If you have any questions with respect to this billing statement, please do not hesitate to contact the undersigned.

Very truly yours,



Marvin Traub

A handwritten signature in black ink, appearing to read "M Traub". Below the signature, the name "Marvin Traub" is printed in a smaller, sans-serif font.

**MARVIN TRAUB ASSOCIATES, INC.**

| Rock & Republic Billing Schedule - May 2010                          | Hours        | \$750    | Hours        | \$500   | Hours            | \$350   |
|--|--------------|----------|--------------|---------|------------------|---------|
|  | Marvin Traub |          | Morty Singer |         | Kelsey Scroggins |         |
| Retail Review with RnR sales team telephone and in person            | 0            | \$0      | 0            | \$0     |                  | \$0     |
| Retail review of documents submitted for review by sales team        | 0            | 0        | 0            | 0       |                  | \$0     |
| Retail meetings with various key accounts                            | 3            | 2,250    | 1            | 500     |                  | \$0     |
| email+telephone Communication and outreach to global accounts        | 3            | 2,250    | 1            | 500     |                  | \$0     |
| Meetings in person with RnR management                               | 3            | 2,250    | 2            | 1,000   | 2                | \$700   |
| Meetings with RnR COO  | 2            | 1,500    |              |         | 2                | \$700   |
| Calls with RnR management  | 5            | 3,750    | 3            | 1,500   |                  | \$0     |
| Calls with RnR CRO   | 5            | 3,750    | 5            | 2,500   |                  | \$0     |
| Calls with RnR bankers   | 3            | 2,250    | 3            | 1,500   |                  | \$0     |
| Meeting/calls with potential investors seeking MTA views on business | 2            | 1,500    | 0            | 0       |                  | \$0     |
| Preparation of licensing opportunities materials                     |              | 0        | 0            | 0       | 3                | \$1,050 |
| Denim industry research, market research, sales review               |              | 0        |              | 0       | 10               | \$3,500 |
|  | 26           | \$19,500 | 15           | \$7,500 | 17               | \$5,950 |
| Total  | 58           | \$32,950 |              |         |                  |         |